

W. WEST ALLEN (Nevada Bar No. 5566)
LEWIS ROCA ROTHGERBER LLP
3993 Howard Hughes Parkway, Suite 600
Las Vegas, Nevada 89169
Telephone: (702) 949-8200
Facsimile: (702) 949-8398
WAllen@LRLaw.com

SHOOK, HARDY & BACON LLP
B. Trent Webb (*Will comply with LR IA 10-2 within 45 days*)
bwebb@shb.com
Ryan D. Dykal (*Will comply with LR IA 10-2 within 45 days*)
rdykal@shb.com
Peter Strand (*Will comply with LR IA 10-2 within 45 days*)
pstrand@shb.com
2555 Grand Boulevard
Kansas City, Missouri 64108-2613
Telephone: (816) 474-6550
Facsimile: (816) 421-5547

Robert H. Reckers, (*Will comply with LR IA 10-2 within 45 days*)
rreckers@shb.com
600 Travis Street, Suite 3400
Houston, Texas 77002
Telephone: (713) 227-8008
Facsimile: (713) 227-9508

Attorneys for Plaintiff
RIMINI STREET, INC., a Nevada corporation

UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

RIMINI STREET, INC., a Nevada corporation

Plaintiff,

v.

ORACLE INTERNATIONAL
CORPORATION, a California corporation,

Defendant.

Case No.

**COMPLAINT FOR DECLARATORY
JUDGMENT**

(JURY TRIAL DEMANDED)

Plaintiff Rimini Street, Inc. ("Rimini") for its Complaint for Declaratory Judgment against
Defendant Oracle International Corporation alleges as follows:

NATURE OF THE ACTION AND FACTUAL BACKGROUND

1 1. Plaintiff Rimini seeks a judgment declaring that, since at least July 31, 2014, it has
2 not infringed Oracle's copyrights.

3 2. Oracle¹ is the world's largest enterprise software company. Oracle also provides
4 support services for the enterprise software applications it licenses to customers. Rimini Street
5 provides after-market support services for enterprise software applications—including software
6 applications licensed by Oracle.

7 3. Rimini Street is Oracle's fastest-growing competitor for the after-market support
8 business of Oracle's Siebel, PeopleSoft and JD Edwards enterprise software products.

9 4. On January 25, 2010, Oracle filed a Complaint against Rimini Street in the District
10 of Nevada alleging, *inter alia*, infringement under 17 U.S.C. § 106 of various copyrights that
11 purportedly covered "numerous versions of Oracle software, including the updates, patches and
12 fixes incorporated in each relevant version, service packs of Oracle updates, patches and fixes, and
13 individual exemplar Software and Support Materials, including certain Oracle knowledge
14 management solutions and certain Oracle updates, patches and fixes." *Oracle USA, Inc., et al v.*
15 *Rimini Street, Inc., et al*, Case No. 2:10-cv-00106 (D. Nev.),² Dkt. 1.

16 5. On March 29, 2010, Rimini Street answered Oracle's Complaint, denying Oracle's
17 copyright infringement allegations. *Oracle v. Rimini Street*, Dkt. 30. Rimini Street asserted that its
18 license agreements, or the license agreements of its clients, authorized its activities with respect to
19 the asserted copyrights. *See, e.g., Rimini Street's Second Affirmative Defense, Oracle v. Rimini*
20 *Street*, Dkt. 30 at 25.

21 6. On March 30, 2012, Oracle filed a First Motion for Partial Summary Judgment of
22 Infringement, moving for summary judgment of infringement of eight copyright registrations
23 relating to Rimini Street's provision of services for four of its clients. *Oracle v. Rimini Street*,
24 Dkts. 237, 246. In Rimini Street's Response, it argued that various provisions of its clients' license
25

26
27 ¹ As used herein "Oracle" refers to collectively to Defendant Oracle International Corporation, as
28 well it related corporate entities Oracle USA, Inc. ("Oracle USA"), Oracle America, Inc. ("Oracle
America").

² Hereinafter "*Oracle v. Rimini Street*."

1 agreements Oracle authorized Rimini's activities with respect to these clients. *See Oracle v.*
2 *Rimini Street*, Dkt. 266.

3 7. On February 13, 2014, the Court in *Oracle v. Rimini Street* issued an Order on
4 Oracle's First Motion for Partial Summary Judgment, finding that Rimini Street had infringed six
5 of Oracle's copyrights relating to PeopleSoft software when provisioning services to two of
6 Rimini Street's PeopleSoft clients. *Oracle v. Rimini Street*, Dkt. 474. The Court found that there
7 were disputed issues of fact for the remaining copyrights and clients at-issue in Oracle's First
8 Motion for Partial Summary Judgment. *Id.*

9 8. While Rimini Street respectfully disagrees with the Court's findings regarding
10 PeopleSoft and reserves its right to appeal the same, Rimini Street modified its services to
11 discontinue use of the processes the Court found to be infringing in its February 13, 2014 Order.
12 By July 31, 2014, Rimini Street had completed its migration to processes compliant with the
13 Court's February 13, 2014 Order.

14 9. Given this change in Rimini's operations, Rimini Street and Oracle jointly
15 requested a case management conference ("CMC") in the *Oracle v. Rimini Street* to determine the
16 impact of Rimini's modified services on the trial in that matter. *See generally* Dkt. 490. In the
17 parties' CMC request, Oracle asserted Rimini Street's new processes were "suspect" and raised
18 "significant suspicions that Rimini's 'new' support model involves all the same infringing acts as
19 the 'old' support model that the Court has already ruled was copyright infringement" *Id.* at 5.
20 Oracle also asserted that evidence of Rimini's new processes should not be included in *Oracle v.*
21 *Rimini Street* case based on the supposed necessity of "six months to a year of intensive
22 discovery," after which Oracle is "confident it could show that Rimini's new support process is
23 old wine in a new bottle and every bit as infringing as the old process." *Id.* at 7–8.

24 10. The Court scheduled and conducted the requested CMC on October 9, 2014.
25 During the course of the conference, the Court made clear that the trial in *Oracle v. Rimini Street*
26 would not address liability or damages arising after the Court's February 13, 2014 order, finding
27 that no additional discovery regarding Rimini's transition to a different service model was
28 necessary in that case. During the course of the conference in open court, counsel for Oracle made

1 reference to future litigation to address alleged post-February 2014 infringement claims by Oracle
2 against Rimini.

3 11. Given this outcome, and in light of Oracle International Corporation's continuing
4 claims that Rimini's new processes are infringing, Rimini now brings this suit seeking a
5 declaration that Rimini's current processes do not infringe Oracle's copyrights.

6 **PARTIES**

7 12. Plaintiff Rimini Street, a Nevada corporation with its headquarters in Las Vegas, is
8 a leading provider of independent support and maintenance for enterprise software, including
9 software licensed by Oracle.

10 13. Defendant Oracle International Corporation is a California corporation, with its
11 principal place of business in Redwood City, California. Oracle International Corporation is the
12 owner or exclusive licensee of the copyrights at issue in this action.

13 **JURISDICTION AND VENUE**

14 14. This Court has original jurisdiction over the subject matter of this lawsuit pursuant
15 to 28 U.S.C. §§ 1331 and 1338 because this case arises under the Copyright Act, 17 U.S.C. §§ 101
16 *et seq.* This lawsuit is brought pursuant to the Declaratory Judgment Act, 28 U.S.C. § 2201.

17 15. Plaintiff is informed and believes, and upon such information and belief alleges,
18 that Defendant has systematically and continuously availed itself of the privilege of doing business
19 in Nevada to exploit the copyrights at issue in this action. These copyrights are currently being
20 asserted against Plaintiff in *Oracle v. Rimini Street*, which Defendant itself brought in this District.
21 Defendant therefore has sufficient contacts with this District, both generally and specifically in
22 connection with the facts alleged in this action. Oracle International Corporation is thus subject to
23 personal jurisdiction in this Court.

24 16. Venue in this District is appropriate, pursuant to 28 U.S.C. § 1391, because a
25 substantial part of the events giving rise to the dispute occurred in this District and because the
26 Court has personal jurisdiction over the Defendant as alleged throughout this Complaint.

17. Assignment to the Las Vegas division is proper under Civil Local Rule IA8-1(a), because this action arises, in part, in Las Vegas, where Rimini Street is headquartered and where *Oracle v. Rimini Street* is pending.

DEFENDANT'S ACTS COMPRISING ACTUAL CONTROVERSY

18. Plaintiff re-avers and re-states the foregoing Paragraphs 1–17 inclusively as if fully set forth herein.

19. In spite of Rimini's current business model modified to comply with the Court's February 13, 2014 Order in *Oracle v. Rimini Street*, Oracle continues to allege that Rimini's business practices infringe Oracle's copyrights.

20. In its recent public filings with this Court in *Oracle v. Rimini Street*, Oracle, including Oracle International Corporation, referred to Rimini's new business model as "suspect," and "raise[d] significant suspicions that Rimini's 'new' support model involves all the same infringing acts as the 'old' support model that the Court has already ruled was copyright infringement."

21. Regarding the specific differences between Rimini's old and new business model, Oracle alleged, "[t]he only apparent difference between the 'new' and the 'old' does not appear to be a change in the development process, but that Rimini's conduct takes place in the cloud"

22. Oracle alleges that Rimini's support of customers implicates "infringement no matter where that happens."

23. Oracle claims that "Oracle is confident it could show that Rimini's new support process is old wine in a new bottle and every bit as infringing as the old process."

24. Oracle International Corporation's statements make clear that a credible threat of immediate litigation exists for copyright infringement against Rimini.

25. In light of Oracle International Corporation's public statements in this Court and to Rimini's current and prospective clients, there presently exists a justiciable controversy regarding the Plaintiff's right to provide support PeopleSoft, J.D. Edwards and Siebel software free of any allegation by Oracle that such conduct constitutes an infringement of any copyright rights owned by Oracle. The parties are plainly competitors at war, and the form of the war is

Rimini's processes for providing support to Oracle software and related copyrights, and, thus, they have adverse legal interests over a dispute of sufficient reality that is capable of conclusive resolution through a declaratory judgment.

CLAIM FOR RELIEF:

(Declaration of Non-Infringement of Copyright)

26. Plaintiff re-avers and re-states the foregoing Paragraphs 1–25 inclusively as if fully set forth herein.

27. This is a declaratory judgment action under (i) the United States Copyright Act of 1976, 17 U.S.C. § 101 *et seq.* (the "Copyright Act"), and 28 U.S.C. §§ 2201 and 2202 (the Declaratory Judgment Act). As an actual justiciable controversy exists by way of the credible threat of immediate litigation, Plaintiff seeks relief from this Court.

28. In light of the changes to Rimini's processes since this Court's February 2014 Order, Plaintiff requests a judgment declaring that, since at least July 31, 2014, Plaintiff has not infringed copyrights in Oracle software, including the software applications and support material covered the certificates are identified, dated and numbered below:

| Title of Work | Date of Registration | Registration Number |
|---|----------------------|---------------------|
| PeopleTools 7.5 | November 20, 1998 | TX 4-792-578 |
| PeopleSoft 7.0 financials, distribution & manufacturing 7.0 | December 15, 1998 | TX 4-792-576 |
| PeopleSoft HRMS 7.0 | December 15 1998 | TX 4-792-577 |
| PeopleSoft HRMS 7.5 | December 15, 1998 | TX 4-792-575 |
| PeopleSoft Financials, Distribution & Manufacturing 7.5 | December 15, 1998 | TX 4-792-574 |
| PeopleTools 8.10 | September 5, 2000 | TX 5-266-221 |
| PeopleSoft Financials and Supply Chain Management (FIN/SCM) 8.0 | November 20, 2000 | TX 5-291-439 |
| PeopleSoft 8 HRMS PeopleBooks | November 28, 2000 | TX 5-311-638 |
| PeopleSoft 8 Financials and Supply Chain Management PeopleBooks | November 28, 2000 | TX 5-311-637 |
| PeopleSoft 8 HRMS SP1 | March 26, 2001 | TX 5-501-312 |
| Oracle 8i Enterprise Edition, release 2 (8.1.6) | February 2, 2001 | TX 5-222-106 |
| PeopleSoft 8 FIN/SCM SP1 | March 26, 2001 | TX 5-501-313 |

| | | | |
|----|--|--------------------|--------------|
| 1 | PeopleSoft 8 EPM SP3 | March 30, 2001 | TX 5-345-698 |
| 2 | PeopleSoft 8 Customer Relationship Management PeopleBooks | September 27, 2001 | TX 5-456-778 |
| 3 | PeopleSoft 8 Promotions Management, Collaborative Supply Management, eRFQ, Supplier Connection, and Supply Chain Portal Pack PeopleBooks | September 27, 2001 | TX 5-456-781 |
| 4 | | | |
| 5 | | | |
| 6 | PeopleSoft 8 Customer Relationship Management | September 27, 2001 | TX-5-456-777 |
| 7 | PeopleSoft 8 Financials and Supply Chain Management: Service Pack 2 | September 27, 2001 | TX-5-456-780 |
| 8 | | | |
| 9 | PeopleSoft 8 FIN/SCM SPI PeopleBooks | October 19, 2001 | TX 5-595-355 |
| 10 | PeopleSoft 8 Student Administration Solutions PeopleBooks | November 30, 2001 | TX 5-431-290 |
| 11 | | | |
| 12 | PeopleSoft 8.3 HRMS PeopleBooks | February 1, 2002 | TX 5-469-031 |
| 13 | PeopleSoft 8.3 HRMS | February 1, 2002 | TX 5-469-032 |
| 14 | PeopleSoft 8.3 Enterprise Performance Management PeopleBooks | March 11, 2002 | TX 5-485-842 |
| 15 | PeopleSoft 8.3 Enterprise Performance Management | March 11, 2002 | TX 5-485-839 |
| 16 | PeopleSoft 8.1 Customer Relationship Management PeopleBooks | March 20, 2002 | TX 5-733-209 |
| 17 | PeopleSoft 8.1 Customer Relationship Management | March 20, 2002 | TX 5-493-450 |
| 18 | PeopleSoft 8.4 Financials and Supply Chain Management | August 5, 2002 | TX-5-586-247 |
| 19 | PeopleTools 8.4 | August 5, 2002 | TX 5-586-248 |
| 20 | PeopleTools 8.4 PeopleBooks | August 5, 2002 | TX 5-586-249 |
| 21 | PeopleSoft 8.4 Financials and Supply Chain Management PeopleBooks | August 5, 2002 | TX 5-586-246 |
| 22 | PeopleSoft 8.4 Customer Relationship Management PeopleBooks | August 7, 2002 | TX 5-586-236 |
| 23 | | | |
| 24 | PeopleSoft 8.8 HRMS | June 11, 2004 | TX 6-093-947 |
| 25 | PeopleSoft 8.8 Customer Relationship Management | June 11, 2004 | TX 6-015-317 |
| 26 | PeopleSoft 8.8 Enterprise Performance Management | June 11, 2004 | TX-5-993-616 |
| 27 | Initial release of JDE EnterpriseOne XE | April 26, 2007 | TX 6-541-033 |
| 28 | Cumulative Update 8 for JDE EnterpriseOne Xe | April 26, 2007 | TX 6-541-048 |
| | Initial release of JDE EnterpriseOne 8.0 | April 26, 2007 | TX 6-541-050 |

| | | |
|--|--------------------|--------------|
| Cumulative Update 1 for JDE EnterpriseOne 8.0 | April 26, 2007 | TX 6-541-034 |
| Initial release of JDE EnterpriseOne | 8.9 April 26, 2007 | TX 6-541-049 |
| Initial release of JDE EnterpriseOne 8.10 | April 26, 2007 | TX 6-541-038 |
| Cumulative Update 2 for JDE EnterpriseOne 8.10 | April 26, 2007 | TX 6-541-032 |
| Initial release of JDE EnterpriseOne 8.11 | April 26, 2007 | TX 6-541-028 |
| Initial release of JDE EnterpriseOne 8.11 SP1 | April 26, 2007 | TX 6-541-040 |
| ESU for JDE EnterpriseOne 8.11 SP1 | April 26, 2007 | TX 6-541-027 |
| Cumulative Update 1 for JDE EnterpriseOne 8.11 SP1 | April 26, 2007 | TX 6-541-039 |
| Initial release of JDE EnterpriseOne 8.12 | April 26, 2007 | TX 6-541-041 |
| ESU for JDE EnterpriseOne 8.12 | April 26, 2007 | TX 6-541-045 |
| Cumulative Update 1 for JDE EnterpriseOne 8.12 | April 26, 2007 | TX 6-541-042 |
| Initial release of JDE World A7.3 | April 26, 2007 | TX 6-541-029 |
| Cumulative Update 16 for JDE World A7.3 | April 26, 2007 | TX 6-541-031 |
| Initial release of JDE World A8.1 | April 26, 2007 | TX 6-541-047 |
| Code Change for JDE World A8.1 | April 26, 2007 | TX 6-541-044 |
| Initial release of JDE World A9.1 | April 26, 2007 | TX 6-541-030 |
| Cumulative Update 6 for JDE World A8.1 | May 1, 2007 | TX 6-545-421 |
| Siebel 6.3 Initial Release and Documentation | June 29, 2009 | TX 6-941-989 |
| Siebel 7.0.5 Initial Release and Documentation | June 29, 2009 | TX 6-941-988 |
| Siebel 7.5.2 Initial Release and Documentation | June 29, 2009 | TX 6-941-990 |
| Siebel 7.7.1 Initial Release and Documentation | June 29, 2009 | TX 6-941-993 |
| Siebel 7.8 Initial Release and Documentation | June 29, 2009 | TX 6-941-995 |
| Siebel 8.0 Initial Release and Documentation | June 29, 2009 | TX 6-942-000 |
| Siebel 8.1.1 Initial Release and Documentation | June 29, 2009 | TX 6-942-001 |
| Database of Documentary Customer Support Materials for PeopleSoft Software | July 1, 2009 | TXu1-607-454 |
| Database of Documentary Customer Support Materials for J.D. Edwards Software | July 1, 2009 | TXu1-607-455 |

| | | |
|--|-------------------|--------------|
| Database of Documentary Customer Support Materials for Siebel Software | July 1, 2009 | TXu1-607-453 |
| Cumulative Update 3 for JDE EnterpriseOne 8.12 | January 15, 2010 | TX-7-041-278 |
| Initial release of JDE EnterpriseOne 9.0 | January 15, 2010 | TX 7-041-256 |
| Cumulative Update 1 for JDE EnterpriseOne 9.0 | January 15, 2010 | TX 7-041-267 |
| Initial release of JDE World A9.2 | January 15, 2010 | TX 7-041-290 |
| PeopleSoft HRMS 8.8 SP1 | February 10, 2010 | TX 7-065-376 |
| PeopleSoft HRMS 8.9 | February 10, 2010 | TX 7-065-381 |
| PeopleSoft HRMS 9.0 | February 10, 2010 | TX 7-065-386 |
| PeopleSoft HRMS 9.1 | February 10, 2010 | TX 7-065-398 |
| PeopleSoft Customer Relationship Management 8.8 SP1 | February 10, 2010 | TX 7-063-664 |
| PeopleSoft Customer Relationship Management 8.9 | February 10, 2010 | TX 7-063-668 |
| PeopleSoft Customer Relationship Management 9.0 | February 10, 2010 | TX 7-065-371 |
| PeopleSoft Customer Relationship Management 9.1 | February 10, 2010 | TX 7-063-653 |
| PeopleSoft Financials and Supply Chain Management 8.8 | February 10, 2010 | TX 7-063-688 |
| PeopleSoft Enterprise Performance Management 8.8 SP2 | February 10, 2010 | TX 7-063-683 |
| PeopleSoft Enterprise Performance Management 8.9 | February 10, 2010 | TX 7-063-672 |
| PeopleSoft Enterprise Performance Management 9.0 | February 10, 2010 | TX 7-063-679 |
| PeopleSoft Financials and Supply Chain Management 8.8 SP1 | February 11, 2010 | TX 7-065-319 |
| PeopleSoft Financials and Supply Chain Management 8.9 | February 11, 2010 | TX 7-065-332 |
| PeopleSoft Financials and Supply Chain Management 9.0 | February 11, 2010 | TX 7-065-354 |
| PeopleSoft Financials and Supply Chain Management 9.1 | February 11, 2010 | TX 7-065-357 |
| PeopleSoft Student Administration Solutions 8.0 SP1 | February 24, 2010 | TX 7-077-447 |
| PeopleSoft Campus Solutions 8.9 | February 24, 2010 | TX 7-077-451 |
| PeopleSoft Campus Solutions 9.0 | February 24, 2010 | TX 7-077-460 |
| PeopleTools 8.42 | March 8, 2010 | TX 7-092-406 |
| PeopleTools 8.43 | March 8, 2010 | TX 7-092-603 |
| PeopleTools 8.44 | March 8, 2010 | TX 7-092-583 |
| PeopleTools 8.45 | March 8, 2010 | TX 7-092-617 |

| | | |
|------------------|---------------|--------------|
| PeopleTools 8.46 | March 8, 2010 | TX 7-092-772 |
| PeopleTools 8.47 | March 8, 2010 | TX 7-092-797 |
| PeopleTools 8.48 | March 8, 2010 | TX 7-092-819 |
| PeopleTools 8.49 | March 8, 2010 | TX 7-092-855 |
| PeopleTools 8.50 | March 8, 2010 | TX 7-092-757 |

REQUEST FOR RELIEF

WHEREFORE, Rimini seeks judgment awarding it the following relief:

(a) An order declaring that, since at least July 31, 2014, Rimini has not infringed copyrights in Oracle software, including the software applications and support material covered by the certificates identified in this Complaint;

(b) An order awarding attorneys' fees, costs, and expenses incurred in connection with this action to Rimini; and

(c) An order awarding such other and further relief as this Court deems just and proper.

Dated this 15th day of October, 2014.

LEWIS AND ROCA LLP

By: /s/ W. West Allen

W. WEST ALLEN (Nevada Bar No. 5566)

LEWIS ROCA ROTHGERBER LLP

3993 Howard Hughes Parkway, Suite 600

Las Vegas, Nevada 89169

Tel: (702) 949-8200

Fax: (702) 949-8398

Attorneys for Plaintiff

RIMINI STREET, INC., a Nevada corporation